



QUARTERLY STATEMENT

AS OF JUNE 30, 2014
OF THE CONDITION AND AFFAIRS OF THE

Health Alliance Plan of Michigan

NAIC Group Code	1311	1311	NAIC Company Code	95844	Employer's ID Number	38-2242827
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO Federally Qualified? Yes [X] No []	
Incorporated/Organized	06/27/1978		Commenced Business		02/08/1979	
Statutory Home Office	2850 West Grand Boulevard			Detroit, MI, US 48202		
	(Street and Number)			(City or Town, State, Country and Zip Code)		
Main Administrative Office	2850 West Grand Boulevard		Detroit, MI, US 48202		313-872-8100	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	2850 West Grand Boulevard		Detroit, MI, US 48202			
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	2850 West Grand Boulevard		Detroit, MI, US 48202		248-443-1093	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.hap.org					
Statutory Statement Contact	Dianna L Ronan CPA			248-443-1093		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	dronan@hap.org			248-443-8610		
	(E-Mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
James M Connelly	President and CEO	Dianna L Ronan	Treasurer
Edith L Eisenmann	Secretary	Irita B Matthews	Assistant Secretary

OTHER OFFICERS

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DIRECTORS OR TRUSTEES

Marvin W Beatty	Shari L Burgess	Sandra A Cavette MPH RDH	James M Connelly
Colleen M Ezzeddine Ph D	Joyce V Hayes-Giles	Harvey Hollins III	Jamie C Hsu Ph D
Paul F Hughes-Cromwick	Kirk J Lewis	Jackie Martin	Judith S Milosic
Susanne M Mitchell	Marguerite S Rigby	Kim E Schatzel Ph D	Nancy M Schlichting
Michelle B Schreiber MD	James G Vella	Susie M Wells	

State of Michigan

County of Wayne

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The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

James M Connelly President and CEO	Dianna L Ronan Treasurer	Edith L Eisenmann Secretary
a. Is this an original filing? Yes [X] No []		
b. If no:		
1. State the amendment number		
2. Date filed		
3. Number of pages attached		
Subscribed and sworn to before me this day of ,		
Roderick Irwin Curry, Notary August 14 2020		

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	67,294,784		67,294,784	70,256,386
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	167,550,783	36,619,742	130,931,041	125,074,500
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	9,443,373	8,775,986	667,387	681,504
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$20,837,054), cash equivalents (\$7,700,000) and short-term investments (\$177,487,788)	206,024,843		206,024,843	176,919,066
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives	223,173		223,173	172,819
8. Other invested assets	999,023		999,023	19,607,498
9. Receivables for securities	1,119,870		1,119,870	1,422,631
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	1,499,155	0	1,499,155	1,711,341
12. Subtotals, cash and invested assets (Lines 1 to 11)	454,155,005	45,395,728	408,759,277	395,845,744
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	368,839		368,839	510,708
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	57,964,979		57,964,979	46,547,800
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	1,455,000		1,455,000	1,070,000
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	83,611,487	79,566,138	4,045,350	4,819,245
21. Furniture and equipment, including health care delivery assets (\$)	4,639,060	4,639,060	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	3,078,623		3,078,623	4,028,871
24. Health care (\$) and other amounts receivable	9,420,065	2,098,792	7,321,274	3,766,999
25. Aggregate write-ins for other-than-invested assets	3,870,823	3,801,763	69,060	89,078
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	618,563,882	135,501,481	483,062,401	456,678,445
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	618,563,882	135,501,481	483,062,401	456,678,445
DETAILS OF WRITE-INS				
1101. Deferred Compensation	1,491,539		1,491,539	1,409,561
1102. Rabbi Trust	7,617		7,617	301,780
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	1,499,155	0	1,499,155	1,711,341
2501. Prepaid Expense	3,801,763	3,801,763	0	0
2502. Other Assets	57,843		57,843	57,843
2503. Other Receivables	11,217		11,217	31,235
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	3,870,823	3,801,763	69,060	89,078

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	139,335,793	6,535	139,342,328	133,653,086
2. Accrued medical incentive pool and bonus amounts	1,500,000		1,500,000	1,500,000
3. Unpaid claims adjustment expenses	1,669,159		1,669,159	1,616,359
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act.....	610,000		610,000	610,000
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	13,825,619		13,825,619	6,730,165
9. General expenses due or accrued	37,994,895		37,994,895	31,602,010
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	14,674,172		14,674,172	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)	36,666,672		36,666,672	39,583,337
15. Amounts due to parent, subsidiaries and affiliates	1,099,022		1,099,022	1,653,509
16. Derivatives.....	75,677		75,677	5,372
17. Payable for securities	436,623		436,623	2,856,387
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	26,612,619	0	26,612,619	26,644,310
24. Total liabilities (Lines 1 to 23).....	274,500,250	6,535	274,506,785	246,454,536
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	14,674,172
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX		0
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	208,555,616	195,549,737
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	208,555,616	210,223,909
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	483,062,401	456,678,445
DETAILS OF WRITE-INS				
2301. Pension Liability - Long Term.....	23,115,118		23,115,118	22,675,127
2302. Retiree Health Benefits.....	1,435,700		1,435,700	1,415,013
2303. Deferred Compensation.....	1,491,539		1,491,539	1,411,103
2398. Summary of remaining write-ins for Line 23 from overflow page	570,263	0	570,263	1,143,067
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	26,612,619	0	26,612,619	26,644,310
2501. Surplus Apropriated for CY ACA Section 9010 Fee.....	XXX	XXX		14,674,172
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	14,674,172
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	1,887,481	2,018,344	3,999,656
2. Net premium income (including \$ non-health premium income).....	XXX	928,638,035	941,054,334	1,869,010,697
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	2,698	171
8. Total revenues (Lines 2 to 7)	XXX	928,638,035	941,057,032	1,869,010,868
Hospital and Medical:				
9. Hospital/medical benefits		573,317,049	617,090,060	1,200,591,715
10. Other professional services			0	0
11. Outside referrals		31,636,581	32,793,886	64,925,363
12. Emergency room and out-of-area		78,386,308	81,141,383	160,866,294
13. Prescription drugs		128,513,161	113,106,754	240,598,850
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			(248,285)	(877,478)
16. Subtotal (Lines 9 to 15)	0	811,853,099	843,883,798	1,666,104,744
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	811,853,099	843,883,798	1,666,104,744
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 6,923,040 cost containment expenses.....		12,523,652	12,543,587	24,579,941
21. General administrative expenses.....		110,976,263	75,832,945	163,699,978
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	935,353,015	932,260,331	1,854,384,663
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(6,714,980)	8,796,701	14,626,205
25. Net investment income earned		756,720	1,235,684	2,124,466
26. Net realized capital gains (losses) less capital gains tax of \$.....		918,790	1,155,352	1,021,181
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,675,510	2,391,036	3,145,647
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	51,156	108,132
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(5,039,470)	11,238,893	17,879,984
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	(5,039,470)	11,238,893	17,879,984
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701. Gain/(Loss) on Sale of Assets.....	XXX		2,698	171
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	2,698	171
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Delta Dental Commission Revenues.....			51,156	108,132
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	51,156	108,132

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	210,223,909	231,454,521	231,454,521
34. Net income or (loss) from Line 32	(5,039,470)	11,238,893	17,879,984
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	4,856,384	(81,515)	5,043,446
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(1,485,208)	(19,459,490)	(32,286,619)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		(21,800,000)	(21,800,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	(5,281,693)	9,932,578
48. Net change in capital and surplus (Lines 34 to 47)	(1,668,293)	(35,383,805)	(21,230,612)
49. Capital and surplus end of reporting period (Line 33 plus 48)	208,555,616	196,070,717	210,223,909
DETAILS OF WRITE-INS			
4701. Additional Pension Liability.....		0	9,932,578
4702. Impact of Transition to Pension Statutory Accounting Principle.....		(5,281,693)	0
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	(5,281,693)	9,932,578

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	924,316,310	891,152,709	1,850,642,063
2. Net investment income	1,578,361	2,119,868	4,186,442
3. Miscellaneous income	20,018	1,035,999	1,174,197
4. Total (Lines 1 to 3)	925,914,689	894,308,576	1,856,002,702
5. Benefit and loss related payments	809,718,132	825,368,272	1,667,912,356
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	95,528,594	76,769,215	169,741,491
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	905,246,726	902,137,487	1,837,653,848
11. Net cash from operations (Line 4 minus Line 10)	20,667,963	(7,828,911)	18,348,854
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	410,425,287	29,836,127	64,570,567
12.2 Stocks	17,011,635	21,821,260	21,837,623
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	18,981,686	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	729,675	2,268,660
12.8 Total investment proceeds (Lines 12.1 to 12.7)	446,418,608	52,387,062	88,676,851
13. Cost of investments acquired (long-term only):			
13.1 Bonds	407,745,967	30,054,513	69,356,543
13.2 Stocks	14,470,801	1,299,154	2,155,174
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	30,798
13.6 Miscellaneous applications	2,117,004	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	424,333,773	31,353,667	71,542,516
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	22,084,835	21,033,395	17,134,335
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	(2,916,667)	(2,499,999)	(4,583,332)
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	21,800,000	21,800,000
16.6 Other cash provided (applied).....	(10,730,355)	(26,282,239)	(41,208,451)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(13,647,021)	(50,582,238)	(67,591,783)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	29,105,777	(37,377,753)	(32,108,594)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	176,919,066	209,027,660	209,027,660
19.2 End of period (Line 18 plus Line 19.1)	206,024,843	171,649,906	176,919,066

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	329,298	1,267	265,644	.0	.0	.0	19,418	42,969	.0	.0
2. First Quarter	314,749	3,050	249,823	.0	.0	.0	18,982	42,894	.0	.0
3. Second Quarter	313,096	4,974	246,229	.0	.0	.0	18,897	42,996	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	1,887,481	21,769	1,494,178				113,735	257,799		
Total Member Ambulatory Encounters for Period:										
7. Physician	753,018	8,823	556,874				45,021	142,300		
8. Non-Physician	94,223	778	73,443				5,410	14,592		
9. Total	847,241	9,601	630,317	0	0	0	50,431	156,892	0	0
10. Hospital Patient Days Incurred	73,181	356	34,065				2,959	35,801		
11. Number of Inpatient Admissions	15,157	110	8,046				643	6,358		
12. Health Premiums Written (a).....	928,866,401	8,749,565	613,150,936				61,974,927	244,990,973		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	928,866,401	8,749,565	613,150,936				61,974,927	244,990,973		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	809,718,132	7,667,265	537,305,666				57,993,397	206,751,804		
18. Amount Incurred for Provision of Health Care Services	811,853,099	7,395,589	518,267,185				58,876,181	227,314,144		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 244,990,973

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	82,111,710	462,861,221	18,368,235	73,549,756	100,479,945	107,673,873
2. Medicare Supplement					0	0
3. Dental only					0	0
4. Vision only					0	0
5. Federal Employees Health Benefits Plan	7,565,874	50,427,523	1,008,850	5,306,708	8,574,724	5,432,774
6. Title XVIII - Medicare	15,959,021	190,792,783	1,621,120	39,487,659	17,580,141	20,546,439
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	105,636,605	704,081,527	20,998,205	118,344,123	126,634,810	133,653,086
10. Health care receivables (a)	3,554,275				3,554,275	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts			1,500,000		1,500,000	1,500,000
13. Totals (Lines 9-10+11+12)	102,082,330	704,081,527	22,498,205	118,344,123	124,580,535	135,153,086

(a) Excludes \$ 0 loans or advances to providers not yet expensed.

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Practices - The accompanying financial statements of Health Alliance Plan of Michigan (the Corporation) have been prepared in accordance with the *NAIC Accounting Practices and Procedures Manual (NAPPM)* and the NAIC Annual Statement Instructions (NASI) to the extent that these accounting practices, procedures and reporting standards are not modified by accounting practices prescribed or permitted by the Michigan Department of Insurance and Financial Services (DIFS).

DIFS recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining the financial condition and results of operation of an insurance company. The *NAPPM* has been adopted as a component of prescribed or permitted practices by DIFS.

A reconciliation of the Corporation’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Michigan are shown below:

	<u>State of Domicile</u>	<u>2014</u>	<u>2013</u>
<u>NET INCOME</u>			
(1) HAP state basis (Page 4, Line 32, Columns 2 & 3)	Michigan	(\$5,040,000)	\$17,880,000
(2) State Prescribed Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(3) State Permitted Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(4) NAIC SAP (1-2-3=4)	Michigan	<u>(\$5,040,000)</u>	<u>\$17,880,000</u>
<u>SURPLUS</u>			
(5) HAP state basis (Page 3, Line 33, Columns 3 & 4)	Michigan	\$208,555,616	\$210,224,000
(6) State Prescribed Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(7) State Permitted Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(8) NAIC SAP (5-6-7=8)	Michigan	<u>\$208,555,616</u>	<u>\$210,224,000</u>

B. Use of Estimates in the Preparation of the Financial Statements – No significant change.

C. Accounting Policy – No significant change.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

Not applicable.

3. BUSINESS COMBINATIONS AND GOODWILL

No significant change.

4. DISCONTINUED OPERATIONS

Not applicable.

5. INVESTMENTS

- A. Mortgage Loans, including Mezzanine Real Estate Loans - Not applicable.
- B. Debt Restructuring - Not applicable.
- C. Reverse Mortgages - Not applicable.

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan
NOTES TO FINANCIAL STATEMENTS

D. Loan-Backed Securities

(1) Prepayment assumptions for loan-backed and asset backed securities are obtained from broker dealer survey values.

(2) - (3) Securities with a recognized other-than-temporary-impairment (OTTI): HAP has not recognized any OTTI.

(4) Securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss:

a. The aggregate amount of unrealized losses:

1. Less than 12 months \$484,000.

2. 12 months or longer \$ None.

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months \$23,409,000.

2. 12 months or longer \$ None.

(5) In considering whether an investment is other-than-temporarily impaired, management considers its ability and intent to hold the investment, the severity of the decline in fair value and the duration of the impairment, among other factors. Management has determined that it has the ability and intent to hold indefinitely its investment in loan-backed securities and that the severity and duration of any impairments are insufficient to indicate an other-than-temporary impairment.

E. Repurchase Agreements and/or Securities Lending Transactions.

The fair value of collateral received for repurchase agreements is \$7,854,000. None of the collateral pledged has been sold or replugged.

For repurchase agreements, the Corporation's policies require collateral by cash or other eligible securities equal to at least 102% of the market value of the repurchase agreement. Eligible collateral includes: cash, U.S. Treasury securities, U.S. Government agency securities and high grade commercial paper.

The Corporation does not enter into securities lending transactions.

F. Real Estate - No significant change.

G. Investments in Low-Income Housing Tax Credits - Not applicable.

H. Restricted Assets – The Corporation has discontinued its holdings in the Post Limited Term High Yield Fund. There is a five percent holdback of funds until the fund's next audit is complete in the spring of 2015. The amount of the held back funds is approximately \$999,000.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

Not applicable.

7. INVESTMENT INCOME

Not applicable.

8. DERIVATIVE INSTRUMENTS

A. Discussion of the market risk, credit risk and cash requirements of derivatives - No significant change.

B. Description of the Corporation's objectives for using derivatives - No significant change.

C. Description of the Corporation's accounting policies for derivatives - No significant change.

D. Net gain or loss in unrealized gains or losses excluded from the assessment of hedge effectiveness – Not applicable.

E. The net gain or loss recognized in unrealized gains or losses resulting from futures and swap contracts that no longer qualify for hedge accounting - Not applicable.

F. Derivatives accounted for as cash flow hedges of a forecasted transaction - Not applicable.

9. INCOME TAXES

Not applicable.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

No significant change.

11. DEBT

No significant change.

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

NOTES TO FINANCIAL STATEMENTS

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

No significant change except for footnote 12A (4).

A. Defined Benefit Plan

(4) Components of net periodic benefit cost

	Pension Benefits		Postretirement Benefits		Postemployment & Compensated Absence Benefits	
	2014	2013	2014	2013	2014	2013
a. Service cost	\$4,396	\$4,745	\$45	\$57		
b. Interest cost	3,850	3,630	65	58		
c. Expected return on plan assets	(4,766)	(4,581)				
d. Transition asset or obligation	603	603	(14)	(14)	N/A	N/A
e. Gains and losses	1,197	2,949		35		
f. Prior service cost or credit	(956)	(877)	44	43		
g. Gain or loss recognized due to a settlement or curtailment	(32)					
h. Total net periodic benefit cost	\$4,292	\$6,469	\$140	\$179		

13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

- 1. Capital Stock - Not applicable.
- 2. Preferred Stock - Not applicable.
- 3. Dividend Restrictions - No significant change.
- 4. Dividends Paid – Not applicable.
- 5. Portion of Company's profits that may be paid as ordinary dividends - No significant change.
- 6. Restrictions on unassigned funds (surplus) - Not applicable.
- 7. Advances to surplus not repaid - Not applicable.
- 8. Total amount of stock held by the Company for special purposes - Not applicable.
- 9. Changes in special surplus funds – In the year 2013 the Corporation was required by the NAIC to report an estimate for the ACA health insurance tax on a segregated line in special surplus funds with a corresponding reduction to unassigned surplus. There is a further requirement in the year 2014 to reclass this insurance tax from special surplus funds to unassigned surplus with a corresponding entry to a tax liability and expense.
- 10. The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses - No significant change.
- 11. Surplus Notes - Not applicable.
- 12. The impact of any restatement due to a quasi-reorganization - Not applicable.
- 13. The effective date of any quasi-reorganization - Not applicable.

14. CONTINGENCIES

- A. Contingent Commitments - Not applicable.
- B. Assessments - Not applicable.
- C. Gain Contingencies - Not applicable.
- D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits - Not applicable.

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan
NOTES TO FINANCIAL STATEMENTS

E. All Other Contingencies

Risk Adjustment Data Validation Audits (“RADV audits”). CMS adjusts capitation payments to Medicare Advantage and Medicare Part D plans according to the predicted health status of each beneficiary, as supported by data provided by health care providers. The Company collects claim and encounter data from providers, who the Company generally relies on to appropriately code their claim submissions and document their medical records. CMS then determines the risk score and payment amount for each enrolled member based on the health care data submitted by the Company and member demographic information.

CMS performs RADV audits of selected Medicare Advantage health plans each year to validate the coding practices of and supporting documentation maintained by health care providers. These audits involve a review of medical records maintained by providers and may result in retrospective adjustments to payments made to health plans. To date, the Company has not been selected for audit by CMS. Payment years open for audit include 2011 and forward.

In December 2010, CMS published for public comment a new proposed RADV audit and payment adjustment methodology. The proposed methodology contains provisions allowing retroactive contract level payment adjustments for the year audited using an extrapolation of the “error rate” identified in audit samples. CMS also indicated that it anticipated the final methodology would be issued in the near future. Depending on the methodology utilized, potential payment adjustments could have a material adverse effect on the Company’s results of operations, financial position and cash flows.

15. LEASES

No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

No significant change.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

Not applicable.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY UNINSURED PLANS

- A. ASO Plans - Not applicable.
- B. ASC Plans - Not applicable.
- C. Medicare or Similarly Structured Cost Based Reimbursement Contract - No significant change.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATION

Not applicable.

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

NOTES TO FINANCIAL STATEMENTS

20. FAIR VALUE MEASUREMENT

A.

(1) Fair Value Measurements at Reporting Date

Description	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at Fair Value				
Bonds:				
U.S. Governments	\$96,089,000			\$96,089,000
Industrial and Misc.	60,084,000	28,666,000		88,750,000
Total Bonds	156,173,000	28,666,000		184,839,000
Equity Securities:				
Industrial and Misc.		38,409,000		38,409,000
Other Equity Securities	1,499,000			1,499,000
Total Common Stocks	1,499,000	38,409,000		39,908,000
Derivative Assets:				
Swaps		5,000		5,000
Futures		218,000		218,000
Total Derivative Assets		223,000		223,000
Total Assets at Fair Value	\$157,672,000	\$67,298,000		\$224,970,000
b. Liabilities at Fair Value				
Swaps		\$74,000		\$74,000
Futures		2,000		2,000
Total Liabilities at Fair Value		\$76,000		\$76,000

- (2) The Corporation has no fair value measurements categorized within Level 3 of the fair value hierarchy.
- (3) The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer. The Corporation had no transfers between levels.
- (4) The fair value measurements categorized within Level 2 of the fair value hierarchy reported by the Corporation are obtained primarily from independent pricing services and broker dealer quotes. Mortgage backed securities are submitted to the NAIC's Securities Valuation Office for valuation.
- (5) Derivative assets and liabilities:

Description	Beginning Balance at 12/31/13	Transfers	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchase	Sale	Settlement	Ending Balance at 06/30/14
a. Assets:								
Derivatives:								
Futures & Swaps	173,000		(5,000)	(76,000)	351,000	(220,000)		223,000
Total Assets	173,000	0	(5,000)	(76,000)	351,000	(220,000)	0	223,000
b. Liabilities:								
Derivatives:								
Swaps	5,000		(25,000)	76,000	20,000			76,000
Total Liabilities	5,000	0	(25,000)	76,000	20,000		0	76,000

The fair value measurements reported by the Corporation are obtained primarily from independent pricing services and broker dealer quotes.

The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer.

There were no transfers between levels for derivative assets and liabilities in 2014.

B. Fair value information and information about other similar measurements disclosed under other accounting pronouncements combined with disclosures under SSAP No. 100, Fair Value Measurements - Not applicable.

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

NOTES TO FINANCIAL STATEMENTS

C. Aggregate fair values of financial instruments and applicable levels within the fair value hierarchy

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets/ Liabilities	(Level 1)	(Level 2)	(Level 3)	Not Practicable Carrying Value
Bonds	253,047,000	252,483,000	156,173,000	96,874,000		
Common Stock	39,908,000	39,908,000	1,499,000	38,409,000		
Derivative Assets	223,000	223,000		223,000		
Derivative Liabilities	(76,000)	(76,000)		(76,000)		

D. Financial instruments or classes of financial instruments for which fair value measurements are not determinable - Not applicable.

21. OTHER ITEMS

- A. Extraordinary Items - Not applicable.
- B. Troubled Debt Restructuring: Debtors - Not applicable.
- C. Other Disclosures and Unusual Items - No significant change.
- D. Business Interruption Insurance Recoveries – Not applicable.
- E. State Transferable and Non-transferable Tax Credits - Not applicable.
- F. Subprime-Mortgage Related Risk Exposure – Not applicable.
- G. Retained Assets – Not applicable.
- H. Offsetting and Netting of Assets and Liabilities – Not applicable.
- I. Joint and Several Liabilities – No significant change.
- J. Risk Sharing Provisions of the Affordable Care Act

Permanent ACA Risk Adjustment Program – Nothing to report.

Transitional ACA Reinsurance Program:
Liabilities for contributions payable due to ACA Reinsurance – not reported as ceded premium, \$8,443,000.
ACA Reinsurance contributions – not reported as ceded premium, \$8,443,000.

Temporary ACA Risk Corridors Program – Nothing to report.

22. EVENTS SUBSEQUENT

Not applicable.

23. REINSURANCE

No significant change.

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No significant change.

25. CHANGE IN INCURRED CLAIMS AND CLAIM ADJUSTMENT EXPENSES

Claims and claims adjustment expense reserves as of December 31, 2013 were \$135,269,000. As of June 30, 2014 \$106,985,000 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Claims and claims adjustment expense reserves remaining for prior years are now \$21,266,000. Changes in actuarial estimates of reserves attributable to insured events of prior years’ reflect revisions in estimates of medical cost trends and changes in claims processing patterns.

26. INTERCOMPANY POOLING ARRANGEMENTS

Not applicable.

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

NOTES TO FINANCIAL STATEMENTS

27. STRUCTURED SETTLEMENTS

Not applicable.

28. HEALTHCARE RECEIVABLES

A. Pharmaceutical Rebate Receivables - No significant change.

B. Risk Sharing Receivables - Not applicable

29. PARTICIPATING POLICIES

Not applicable.

30. PREMIUM DEFICIENCY RESERVES

Not applicable.

31. ANTICIPATED SALVAGE AND SUBROGATION

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes ☒ No ☐
- If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☒ No ☐
- 3.3

If the response to 3.2 is yes, provide a brief description of those changes.
Three entities have been added to the organizational chart, Henry Ford Pathology, Center for Complementary and Integrative Medicine and Henry Ford Physicians Accountable Care.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☐ NA ☒
- If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2012
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2012
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

02/10/2014
- 6.4

By what department or departments?
The Michigan Department of Insurance and Financial Services.
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [X] No []
- 11.2

If yes, give full and complete information relating thereto:
As part of their risk management strategy the Company's investment managers utilize options as a means of managing risk in the Company's investment portfolio. The Company also enters into repurchase agreements as a means of investing short term cash.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0
13.

Amount of real estate and mortgages held in short-term investments:\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$126,088,826	\$130,140,510
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$126,088,826	\$130,140,510
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [X] No []
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [X] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.3 Total payable for securities lending reported on the liability page
- \$0

\$0

\$0

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

- 17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Comerica Bank NA.....	Detroit Michigan.....
The Northern Trust Company.....	Chicago Illinois.....

- 17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes [] No [X]

- 17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
not applicable.....	Brian Gamble.....	Detroit Michigan.....
	Pacific Investment Management	
104559.....	Company.....	New York New York.....
104863.....	Income Research & Management....	Boston Massachusetts.....
	J.P. Morgan Investment	
801-21011.....	Management Inc.....	Jersey City New Jersey.....

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

- 18.2 If no, list exceptions:
-

GENERAL INTERROGATORIES
PART 2 - HEALTH

1.	Operating Percentages:	
1.1	A&H loss percent.....	88.2 %
1.2	A&H cost containment percent	0.7 %
1.3	A&H expense percent excluding cost containment expenses.....	12.6 %
2.1	Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ 0
2.3	Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$ 0

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

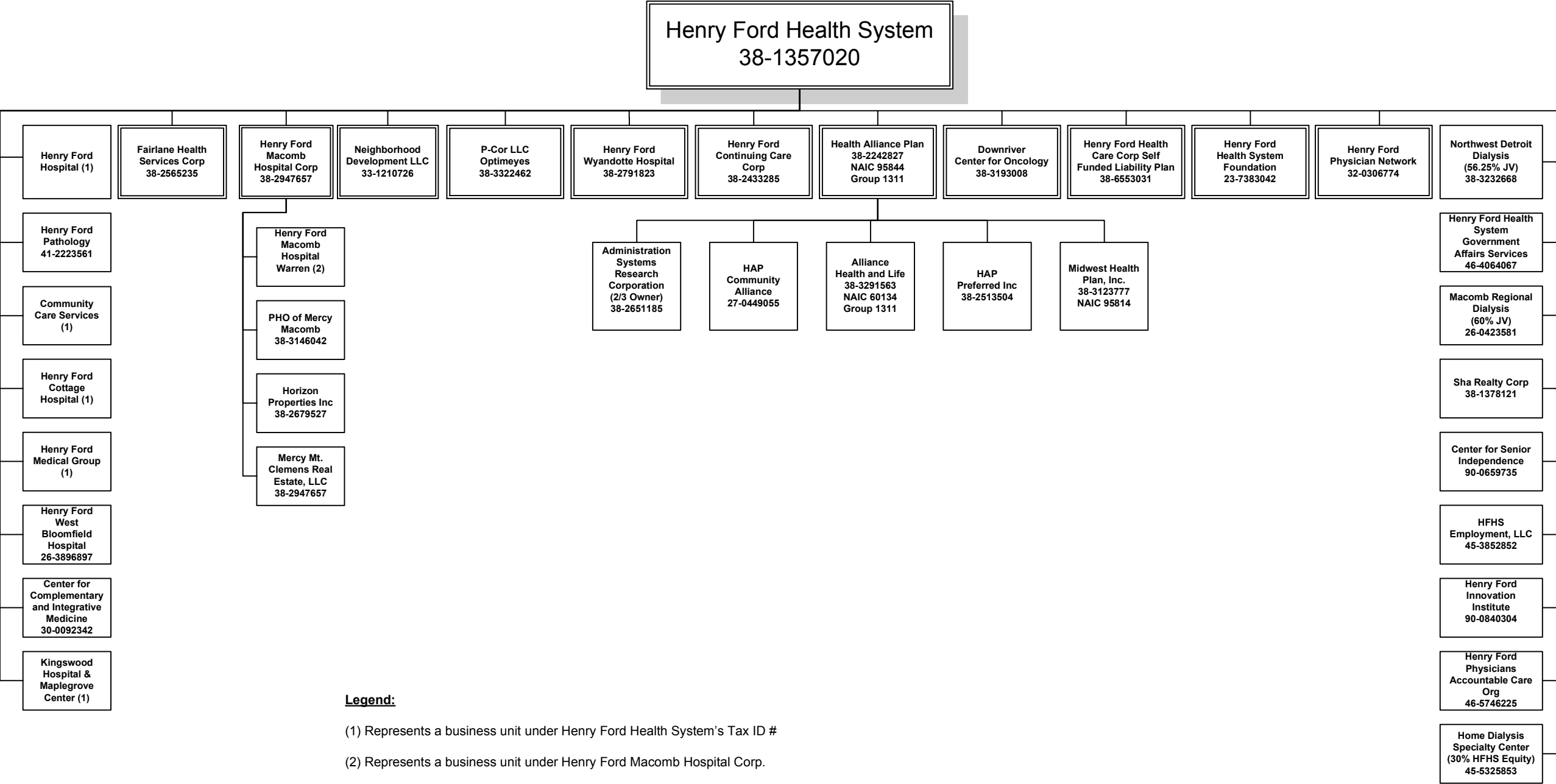
[illegible]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1	Direct Business Only								
		2	3	4	5	6	7	8	9	
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts	
1. Alabama	AL	N						0		
2. Alaska	AK	N						0		
3. Arizona	AZ	N						0		
4. Arkansas	AR	N						0		
5. California	CA	N						0		
6. Colorado	CO	N						0		
7. Connecticut	CT	N						0		
8. Delaware	DE	N						0		
9. Dist. Columbia	DC	N						0		
10. Florida	FL	N						0		
11. Georgia	GA	N						0		
12. Hawaii	HI	N						0		
13. Idaho	ID	N						0		
14. Illinois	IL	N						0		
15. Indiana	IN	N						0		
16. Iowa	IA	N						0		
17. Kansas	KS	N						0		
18. Kentucky	KY	N						0		
19. Louisiana	LA	N						0		
20. Maine	ME	N						0		
21. Maryland	MD	N						0		
22. Massachusetts	MA	N						0		
23. Michigan	MI	L	617,460,549	244,990,973	61,974,927			924,426,449		
24. Minnesota	MN	N						0		
25. Mississippi	MS	N						0		
26. Missouri	MO	N						0		
27. Montana	MT	N						0		
28. Nebraska	NE	N						0		
29. Nevada	NV	N						0		
30. New Hampshire	NH	N						0		
31. New Jersey	NJ	N						0		
32. New Mexico	NM	N						0		
33. New York	NY	N						0		
34. North Carolina	NC	N						0		
35. North Dakota	ND	N						0		
36. Ohio	OH	N						0		
37. Oklahoma	OK	N						0		
38. Oregon	OR	N						0		
39. Pennsylvania	PA	N						0		
40. Rhode Island	RI	N						0		
41. South Carolina	SC	N						0		
42. South Dakota	SD	N						0		
43. Tennessee	TN	N						0		
44. Texas	TX	N						0		
45. Utah	UT	N						0		
46. Vermont	VT	N						0		
47. Virginia	VA	N						0		
48. Washington	WA	N						0		
49. West Virginia	WV	N						0		
50. Wisconsin	WI	N						0		
51. Wyoming	WY	N						0		
52. American Samoa	AS	N						0		
53. Guam	GU	N						0		
54. Puerto Rico	PR	N						0		
55. U.S. Virgin Islands	VI	N						0		
56. Northern Mariana Islands	MP	N						0		
57. Canada	CAN	N						0		
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	617,460,549	244,990,973	0	61,974,927	0	0	924,426,449	0	
60. Reporting entity contributions for Employee Benefit Plans	XXX	4,439,952						4,439,952		
61. Total (Direct Business)	(a) 1	621,900,501	244,990,973	0	61,974,927	0	0	928,866,401	0	
DETAILS OF WRITE-INS										
58001	XXX							0		
58002	XXX							0		
58003	XXX							0		
58998 Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0	0	0	
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART



STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01311	Henry Ford Health Systems Group	95844	38-2242827				Health Alliance Plan of Michigan	MI	RE	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-2513504				HAP Preferred Inc		DS	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	.0
01311	Henry Ford Health Systems Group	60134	38-3291563				Alliance Health and Life Insurance Company	MI	DS	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-2651185				Administration System Research Corporation		DS	Health Alliance Plan of Michigan	Ownership	66.7	Henry Ford Health System	.0
	Henry Ford Health Systems Group		27-0449055				HAP Community Alliance		DS	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	.0
01311	Henry Ford Health Systems Group	95814	38-3123777				Midwest Health Plan, Inc	MI	DS	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-1357020				Henry Ford Health System		UDP			0.0		.0
	Henry Ford Health Systems Group		38-2791823				Henry Ford Wyandotte		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-2594841				First Optometry Vision Plans, Inc		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-2947657				Henry Ford Macomb Hospital		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-3146042				PHO of Mercy Macomb		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-2679527				Horizon Properties Inc		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-2947657				Mercy Mt. Clemens Real Estate, LLC		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-2565235				Fairlane Health Services Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-1210726				Neighborhood Development LLC		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		45-3852852				Henry Ford Health System Employment, LLC		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		90-0840304				Henry Ford Innovation Institute		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-2433285				Henry Ford Continuing Care Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-6553031				Henry Ford Health Care Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		23-7383042				Self Funded Liability Plan			Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		32-0306774				Henry Ford Health System Foundation		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		38-3232668				Henry Ford Physician Network		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group		45-5325853				Northwest Detroit Dialysis		NIA	Henry Ford Health System	Ownership	56.3	Henry Ford Health System	.0
	Henry Ford Health Systems Group		26-0423581				Home Dialysis Specialty Center		NIA	Henry Ford Health System	Ownership	30.0	Henry Ford Health System	.0
	Henry Ford Health Systems Group						Macomb Regional Dialysis Centers LLC		NIA	Henry Ford Health System	Ownership	60.0	Henry Ford Health System	.0

16.1

16.1

16.1

16.1

16.1

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....SEE EXPLANATION.....

Explanation:

1. Health Alliance Plan offers Medicare Part D through a Medicare Advantage plan

Bar Code:

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

OVERFLOW PAGE FOR WRITE-INS

MQ003 Additional Aggregate Lines for Page 03 Line 23.
*LIAB

	1 Covered	2 Uncovered	3 Total	4 Total
2304. Liability for CMS Coverage Gap Discount Program.....	570,263		570,263	1,143,067
2305.			0	0
2397. Summary of remaining write-ins for Line 23 from Page 03	570,263	0	570,263	1,143,067

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	7,126,719	3,086,498
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	2,762,974	4,977,506
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals		(2,204)
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other-than-temporary impairment recognized .....		.0
8. Deduct current year's depreciation	446,321	935,081
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	9,443,373	7,126,719
10. Deduct total nonadmitted amounts	8,775,986	6,445,216
11. Statement value at end of current period (Line 9 minus Line 10)	667,386	681,504

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other-than-temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	19,607,498	632,400
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		18,228,613
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease)	(608,476)	1,378,885
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals	17,999,999	632,400
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other-than-temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	999,023	19,607,498
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	999,023	19,607,498

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	235,502,209	270,407,025
2. Cost of bonds and stocks acquired	422,216,768	74,818,399
3. Accrual of discount	47,903	62,313
4. Unrealized valuation increase (decrease)	4,046,417	3,465,561
5. Total gain (loss) on disposals	750,712	932,012
6. Deduct consideration for bonds and stocks disposed of	427,436,922	113,386,803
7. Deduct amortization of premium	281,059	796,298
8. Total foreign exchange change in book/adjusted carrying value	(461)	.0
9. Deduct current year's other-than-temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	234,845,568	235,502,209
11. Deduct total nonadmitted amounts	36,619,742	40,171,324
12. Statement value at end of current period (Line 10 minus Line 11)	198,225,826	195,330,885

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	285,759,055	584,193,585	626,152,069	(113,193)	285,759,055	243,687,378	0	231,268,957
2. NAIC 2 (a).....	7,253,760	923,245	516,336	(305,059)	7,253,760	7,355,610	0	8,186,516
3. NAIC 3 (a).....	838,920		100	326,650	838,920	1,165,470	0	551,182
4. NAIC 4 (a).....	279,578		6,413	950	279,578	274,115	0	280,620
5. NAIC 5 (a).....	0				0	0	0	0
6. NAIC 6 (a).....	0				0	0	0	0
7. Total Bonds	294,131,313	585,116,830	626,674,918	(90,652)	294,131,313	252,482,573	0	240,287,275
PREFERRED STOCK								
8. NAIC 1	0				0	0	0	0
9. NAIC 2	0				0	0	0	0
10. NAIC 3	0				0	0	0	0
11. NAIC 4	0				0	0	0	0
12. NAIC 5	0				0	0	0	0
13. NAIC 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	294,131,313	585,116,830	626,674,918	(90,652)	294,131,313	252,482,573	0	240,287,275

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$;

NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	177,487,788	XXX	177,487,781	10,966	

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	169,630,884	223,129,673
2. Cost of short-term investments acquired	687,994,521	1,664,686,808
3. Accrual of discount	65	2,115
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals	(2)	(4,197)
6. Deduct consideration received on disposals	680,137,320	1,718,160,974
7. Deduct amortization of premium.....	360	22,541
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other-than-temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	177,487,788	169,630,884
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	177,487,788	169,630,884

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards	
1. Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	58,531
2. Cost Paid/(Consideration Received) on additions	(12,252)
3. Unrealized Valuation increase/(decrease)	(149,633)
4. Total gain (loss) on termination recognized	25,706
5. Considerations received/(paid) on terminations	(8,559)
6. Amortization	
7. Adjustment to the Book/Adjusted Carrying Value of hedged item	
8. Total foreign exchange change in Book/Adjusted Carrying Value	
9. Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	(69,089)
10. Deduct nonadmitted assets	
11. Statement value at end of current period (Line 9 minus Line 10)	(69,089)

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts	
1. Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year)	19,160
2. Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote – Cumulative Cash Change column)	(3,660)
3.1 Add:	
Change in variation margin on open contracts – Highly Effective Hedges	
3.11 Section 1, Column 15, current year to date minus	0
3.12 Section 1, Column 15, prior year	0
Change in variation margin on open contracts – All Other	
3.13 Section 1, Column 18, current year to date minus	(4,579)
3.14 Section 1, Column 18, prior year	(4,579) (4,579)
3.2 Add:	
Change in adjustment to basis of hedged item	
3.21 Section 1, Column 17, current year to date minus	0
3.22 Section 1, Column 17, prior year	0 0
Change in amount recognized	
3.23 Section 1, Column 19, current year to date minus	(4,578)
3.24 Section 1, Column 19, prior year	(4,578) 0 0
3.3 Subtotal (Line 3.1 minus Line 3.2)	(4,579)
4.1 Cumulative variation margin on terminated contracts during the year	
4.2 Less:	
4.21 Amount used to adjust basis of hedged item	
4.22 Amount recognized	0
4.3 Subtotal (Line 4.1 minus Line 4.2)	0
5. Dispositions gains (losses) on contracts terminated in prior year:	
5.1 Total gain (loss) recognized for terminations in prior year	
5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year	
6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	10,921
7. Deduct total nonadmitted amounts	
8. Statement value at end of current period (Line 6 minus Line 7)	10,921

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

		Book/Adjusted Carrying Value Check
1.	Part A, Section 1, Column 14.....	(69,087)
2.	Part B, Section 1, Column 15 plus Part B, Section 1 Footnote – Total Ending Cash Balance.....	15,500
3.	Total (Line 1 plus Line 2).....	(53,587)
4.	Part D, Section 1, Column 5.....	15,500
5.	Part D, Section 1, Column 6.....	(69,087)
6.	Total (Line 3 minus Line 4 minus Line 5).....	0
		Fair Value Check
7.	Part A, Section 1, Column 16.....	(69,087)
8.	Part B, Section 1, Column 13.....	(1,922)
9.	Total (Line 7 plus Line 8).....	(71,009)
10.	Part D, Section 1 Column 8.....	0
11.	Part D, Section 1, Column 9.....	(71,009)
12.	Total (Line 9 minus Line 10 minus Line 11).....	0
		Potential Exposure Check
13.	Part A, Section 1, Column 21.....	0
14.	Part B, Section 1, Column 20.....	15,500
15.	Part D, Section 1, Column 11.....	15,500
16.	Total (Line 13 plus Line 14 minus Line 15).....	0

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	400,000	0
2. Cost of cash equivalents acquired	107,300,000	283,600,000
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	100,000,000	283,200,000
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	7,700,000	400,000
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	7,700,000	400,000

EO1

NONE

[illegible]

NONE

[illegible]

EO2

NONE

[illegible]

NONE

[illegible]

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

[illegible]

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1	2	Location		5	6	7	8	Change in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V. (9+10-11+12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
Joint Venture, Partnership or Limited Liability Company Interests that have the Underlying Characteristics - Common Stocks - Unaffiliated																			
000000-00-0.....	Post LTD Term High Yield Fund L.P.....	Santa Monica.....	California.....	Termination of Holdings.....	10/01/2012	05/14/2014	18,608,475	(608,476)	0	0	0	(608,476)	0	17,999,999	17,999,999	0	0	0	0
1599999 - Joint Venture, Partnership or Limited Liability Company Interests that have the Underlying Characteristics - Common Stocks - Unaffiliated																			
							18,608,475	(608,476)	0	0	0	(608,476)	0	17,999,999	17,999,999	0	0	0	0
4499999 - Subtotals Unaffiliated							18,608,475	(608,476)	0	0	0	(608,476)	0	17,999,999	17,999,999	0	0	0	0
4599999 - Subtotals Affiliated							0	0	0	0	0	0	0	0	0	0	0	0	0
4699999 Totals							18,608,475	(608,476)	0	0	0	(608,476)	0	17,999,999	17,999,999	0	0	0	0

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
Bonds - U.S. Governments									
912828-A9-1	UNITED STATES TREAS NTS		04/01/2014	DIRECT		3,794,752	3,800,000	6,535	1
912828-B2-5	UNITED STATES TREAS TIPS 0.625%		04/15/2014	DIRECT		1,221,098	1,205,088	1,894	1FE
912828-C3-2	UNITED STATES TREAS NTS		06/17/2014	VARIOUS		175,929,752	176,300,000	158,760	1
912828-C7-3	UNITED STATES TREAS NTS		06/13/2014	VARIOUS		28,683,669	28,644,000	21,023	1
912828-RF-9	UNITED STATES TREAS		05/21/2014	JP MORGAN CHASE		211,499	209,000	500	1
912828-RX-0	UNITED STATES TREAS		04/03/2014	DIRECT		3,004,037	3,000,000	6,768	1
912828-VG-2	UNITED STATES TREAS NTS		05/29/2014	DIRECT		880,061	878,000	2,038	1
912828-WN-6	UNITED STATES TREAS NTS	F	06/16/2014	DIRECT		8,581,734	8,700,000	8,082	1
912833-KZ-2	UNITED STATES TREAS		06/09/2014	BARCLAY FINANCE		35,454	40,000		1
912833-LG-3	UNITED STATES TREAS		06/09/2014	BARCLAY FINANCE		33,200	40,000		1
0599999 - Bonds - U.S. Governments						222,375,256	222,816,088	205,600	XXX
Bonds - All Other Governments									
910860-BD-9	UNITED MEXICAN STS MEDIUM TERM NTS BOOK	F	04/15/2014	MONTGOMERY SECURITIES		30,600	30,000	263	2FE
1099999 - Bonds - All Other Governments						30,600	30,000	263	XXX
Bonds - U.S. States, Territories and Possessions									
04057P-JL-3	ARIZONA SCH FACS BRD CTFS PARTN		06/04/2014	MERRILL LYNCH		184,000	184,000		1FE
1799999 - Bonds - U.S. States, Territories and Possessions						184,000	184,000	0	XXX
Bonds - U.S. Special Revenue									
01F052-64-9	FNMA		04/01/2014	DIRECT		1,105,000	1,000,000		1
01F052-65-6	FNMA TBA		05/07/2014	VARIOUS		5,156			1
01F052-66-4	FNMA TBA		06/06/2014	VARIOUS		3,355,821	3,000,000	1,681	1
01F052-67-2	FNMA TBA		06/03/2014	CITIGROUP		(1,109,733)	(1,000,000)	1,986	1
3128HX-5U-5	FEDERAL HOME LN MTG CORP		04/02/2014	VARIOUS		64,698	68,014	34	1
3136A0-K4-8	FNMA		04/28/2014	BREANMURRA		78,686	78,735	9	1
3136AJ-2A-3	FNMA		06/09/2014	VARIOUS		18,994	19,000		1
3136AJ-B2-1	FNMA		04/14/2014	GOLDMAN SACHS		135,340	134,000	137	1
3137B6-YL-9	FEDERAL HOME LN MTG CORP		04/28/2014	FIRSTSOUTH		190,953	192,154	34	1
31393D-6J-5	FNMA		06/25/2014	DIRECT		1,282	1,282		1
31398R-XN-0	FNMA		04/24/2014	BARCLAYS BANK		149,219	148,108	15	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						3,995,416	3,641,293	3,896	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00440E-AR-8	ACE INA HLDG INC		05/21/2014	GOLDMAN SACHS		29,955	30,000		1FE
00507U-AE-1	ACTAVIS FDG SCS	F	06/10/2014	MONTGOMERY SECURITIES		9,962	10,000		2FE
02005A-DV-7	ALLY MASTER OWNER TR		06/16/2014	BARCLAYS BANK		100,188	100,000	14	1FE
035242-AA-4	ANHEUSER-BUSCH INBEV WOR		04/15/2014	MORGAN STANLEY		19,098	20,000	137	1FE
042735-BA-7	ARROW ELECTRS INC		05/13/2014	STERNEAGEE		11,411	10,000	75	2FE
05523R-AB-3	BAE SYS PLC	F	04/30/2014	WIZUHOSE		21,662	20,000	63	2FE
05947U-2R-8	BANC AMER COML MTG INC		05/13/2014	MORGAN STANLEY		140,803	134,961	233	1FE
07383F-7W-2	BEAR STEARNS COMM MTG		05/08/2014	VARIOUS		98,661	95,669	143	
151020-AP-9	CELGENE CORP		05/06/2014	GOLDMAN SACHS		8,969	9,000		2FE
15189W-AG-5	CENTERPOINT ENERGY RES CORP DEL		05/09/2014	FIRST UCP		17,529	16,000	238	2FE
166764-AB-6	CHEVRON CORP NEW FORMERLY CHEVRONTXACO		05/14/2014	VARIOUS		4,792	5,000	54	
17305E-DY-8	CITIBANK CR CARD ISSUANCE TR		06/04/2014	SALOMAN BROTHERS		381,560	335,000	4,154	1FE
225470-AP-8	CREDIT SUISSE FIRST BOSTON MTG SECS CORP		05/07/2014	VARIOUS		101,994	98,375	153	1FE
23306D-AA-2	DBRR 2013-EZ3 TR		06/18/2014	ALEX BROWN		113,431	112,464	41	1FE
25179M-AS-2	DEVON ENERGY CORP NEW		04/29/2014	MONTGOMERY SECURITIES		20,089	20,000	89	2FE
25468P-DA-1	DISNEY WALT CO NEW MEDIUM TERM NTS BOOK		05/28/2014	SALOMAN BROTHERS		14,985	15,000		1FE
26441C-AG-0	DUKE ENERGY CORP NEW		04/29/2014	WACHOVIA		108,048	105,000	1,047	2FE
29379V-BB-8	ENTERPRISE PRODS OPER LLC		04/09/2014	JEFFERY BOYD		28,209	28,000	188	2FE
30219G-AF-5	EXPRESS SCRIPTS HLDG CO		04/30/2014	SALOMAN BROTHERS		20,843	20,000	173	2FE
35671D-AZ-8	FREEPORT-MCMORAN COPPER & GOLD INC		06/26/2014	BARCLAY FINANCE		8,037	8,000	91	2FE
36163N-AD-8	GE EQUIP TRANSN LLC SER 2014-1		06/10/2014	VARIOUS		237,930	238,000		1FE
38141E-C2-3	GOLDMAN SACHS GROUP INC MEDIUM TERM NTS		06/23/2014	GOLDMAN SACHS		26,964	27,000		1FE
38141G-FG-4	GOLDMAN SACHS		06/05/2014	RBSSECU		22,764	20,000	469	
396789-LL-1	GREENWICH CAP COML FDG CORP		04/11/2014	MORGAN STANLEY		162,375	155,000	337	1FM
421915-EJ-4	HEALTH CARE PTTY INVS INC		04/23/2014	WACHOVIA		151,866	135,000	1,980	2FE
44890V-AD-4	HYUNDAI AUTO LEASE SECURITIZATION TR 201		06/17/2014	MONTGOMERY SECURITIES		99,983	100,000		1FE
45687A-AL-6	INGERSOLL-RAND GLOBAL HLDG CO LTD	F	06/16/2014	CORPACTION		5,992	6,000		2FE

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
46630E-AC-4	J P MORGAN CHASE COML MTG SECS TR 2006-C		05/30/2014	FIRST BOSTON		30,302	28,000	13	1FE
478373-AC-7	JOHNSON CTLS INC		06/10/2014	MONTGOMERY SECURITIES		4,997	5,000		2FE
53079E-AW-4	LIBERTY MUT GROUP INC		04/14/2014	GOLDMAN SACHS		16,268	15,000	342	2FE
534187-BB-4	LINCOLN NATL CORP IND		04/14/2014	FIRST UCP		16,620	15,000	224	2FE
55616X-AL-1	MACYS RETAIL HLDGS INC		05/20/2014	FIRST BOSTON		39,960	40,000		2FE
565849-AK-2	MARATHON OIL		04/11/2014	SUMRIDGE		14,303	15,000	193	
59217G-BH-1	METROPOLITAN LIFE GLOBAL FDG I MEDIUM TE		04/07/2014	ALEX BROWN		149,793	150,000		1FE
59562V-AY-3	MIDAMERICAN ENERGY HLDGS CO NEW		05/08/2014	DIRECT		28,979	29,000		2FE
61166W-AT-8	MONSANTO CO NEW		06/26/2014	SALOMAN BROTHERS		11,978	12,000		1FE
61166W-AU-5	MONSANTO CO NEW		06/26/2014	SALOMAN BROTHERS		9,994	10,000		1FE
617451-AF-6	MORGAN STANLEY CAP I INC		04/22/2014	MORGAN STANLEY		90,535	86,988	303	1FE
629568-AV-8	NABORS INDUSTRIES INC		05/13/2014	CIBCWORLDW		22,082	20,000	169	2FE
68389X-BA-2	ORACLE CORP		06/30/2014	DIRECT		18,972	19,000		2F
709599-AN-4	PENSKE TRUCK LEASING CO L P / PTL FIN CO		05/09/2014	MCDONALD		12,377	12,000	166	2FE
72650R-BB-7	PLAINS ALL AMER PIPELINE		05/09/2014	MITSUBISHI		23,965	25,000	206	2FE
78459W-AA-9	SNAAC AUTO RECEIVABLES TR 2014-1		04/01/2014	FIRST UCP		37,999	38,000		1FE
816851-AT-6	SEMPRA ENERGY		05/09/2014	MILLEADY		15,580	16,000	55	2FE
828807-CN-5	SIMON PPTY GROUP L P		05/14/2014	USBANCORP I		11,613	12,000	99	1FE
842400-GB-3	SOUTHERN CALIF EDISON CO		05/06/2014	BARCLAYS BANK		69,978	70,000		1FE
887317-AV-7	TIME WARNER INC NEW		05/20/2014	MONTGOMERY SECURITIES		29,972	30,000		2FE
893526-DM-2	TRANS-CANADA PIPELINES	A	05/09/2014	GOLDMAN SACHS		9,520	10,000	72	1FE
92277G-AC-1	VENTAS RLTY LTD PARTNERSHIP		04/10/2014	SALOMAN BROTHERS		97,819	98,000		2FE
92277G-AD-9	VENTAS RLTY LTD PARTNERSHIP		04/10/2014	SALOMAN BROTHERS		5,958	6,000		2FE
92343V-BR-4	VERIZON COMMUNICATIONS INC		04/08/2014	MONTGOMERY SECURITIES		22,017	20,000	74	2FE
92343V-CE-2	VERIZON COMMUNICATIONS INC		06/04/2014	VARIOUS		90,955	91,000		2FE
92978M-AE-6	WACHOVIA BK COML MTG TR COML MTG PASS-TH		03/05/2014	CANTOR FITZGERALD		(217,119)	(198,000)	276	1FE
929903-DT-6	WACHOVIA CORP NEW		04/15/2014	WACHOVIA		286,595	252,000	5,072	1FE
931142-DP-5	WAL-MART STORES INC		04/15/2014	SALOMAN BROTHERS		7,969	8,000		1FE
960402-AS-4	CBS CORPORATION		04/29/2014	FIRST TENSE		19,205	15,000	200	2FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						2,947,286	2,823,457	17,143	XXX
8399997 - Subtotals - Bonds - Part 3						229,532,558	229,494,838	226,902	XXX
8399999 - Subtotals - Bonds						229,532,558	229,494,838	226,902	XXX
Common Stocks - Industrial and Miscellaneous									
111994-90-1	JP MORGAN CORE BOND FUND		05/30/2014	DIRECT	16,686,380	177,010		0	L
722005-40-2	PIMCO FDS		06/19/2014	DIRECT	1,388,040	13,381		0	L
72201M-48-7	PIMCO FDS		06/30/2014	DIRECT	4,374,490	49,341		0	L
9099999 - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						239,731	XXX	0	XXX
9799997 - Subtotals - Common Stocks - Part 3						239,731	XXX	0	XXX
9799999 - Subtotals - Common Stocks						239,731	XXX	0	XXX
9899999 - Subtotals- Preferred and Common Stocks						239,731	XXX	0	XXX
9999999 Totals						229,772,289	XXX	226,902	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
36179M-E9-7	GNMA		06/01/2014	PAYDOWN		4,029	4,029	4,603	4,138		(109)		(109)		4,029			0	96	12/20/2039	1
38375B-D7-4	GNMA		06/20/2014	PAYDOWN		1,910	1,910	1,898	1,929		(19)		(19)		1,910			0	4	12/20/2062	1
38375B-NF-5	GNMA		06/20/2014	PAYDOWN		10,252	10,252	10,258	10,330		(79)		(79)		10,252			0	36	10/20/2061	1
38375B-NQ-1	GNMA		06/20/2014	PAYDOWN		10,545	10,545	10,588	10,639		(94)		(94)		10,545			0	39	10/20/2061	1
38375B-VS-8	GNMA		06/01/2014	PAYDOWN		13,545	13,545	13,630	13,540		6		6		13,545			0	55	07/20/2062	1
38375Q-D8-9	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION		06/01/2014	PAYDOWN		15,958	15,958	17,609	16,087		(129)		(129)		15,958			0	402	06/20/2038	1
83162C-NU-3	SMALL BUSINESS ADMIN		06/01/2014	PAYDOWN		7,081	7,081	7,661	7,105		(24)		(24)		7,081			0	200	06/01/2024	1
83162C-PX-5	SMALL BUSINESS ADMIN		05/01/2014	PAYDOWN		11,685	11,685	12,682	11,715		(29)		(29)		11,685			0	321	11/01/2025	1
912810-RA-8	0.625% UNITED STATES TREAS TIPS		04/15/2014	DIR		490,895	570,399	589,073	593,741		594		594		594,335		(103,440)	(103,440)	2,365	02/15/2043	1
912828-A9-1	UNITED STATES TREAS NTS		06/16/2014	VARIOUS		7,594,773	7,600,000	7,589,619			358		358		7,589,976		4,797	4,797	17,996	01/15/2017	1
912828-B3-3	UNITED STATES TREAS NTS		06/19/2014	DIR		298,464	300,000	296,741			133		133		296,874		1,590	1,590	1,740	01/31/2019	1
912828-B6-6	UNITED STATES TREAS NTS		06/12/2014	DIR		101,359	100,000	99,793			4		4		99,797		1,563	1,563	896	02/15/2024	1
912828-C3-2	UNITED STATES TREAS NTS		06/17/2014	VARIOUS		175,985,022	176,300,000	175,929,752			1,053		1,053		175,930,806		54,216	54,216	184,641	03/15/2017	1
912828-C7-3	UNITED STATES TREAS NTS		06/16/2014	VARIOUS		28,604,767	28,564,000	28,603,394			(8)		(8)		28,603,386		1,381	1,381	21,416	04/15/2017	1
912828-OS-2	UNITED STATES TREAS.		06/15/2014	MATURED		210,000	210,000	210,755	210,116		(116)		(116)		210,000			0	788	06/15/2014	1
912828-RF-9	UNITED STATES TREAS.		06/03/2014	VARIOUS		443,580	439,000	443,306	442,935		(558)		(558)		442,377		1,203	1,203	3,153	08/28/2016	1
912828-RX-0	UNITED STATES TREAS.		04/03/2014	DIR		22,425,396	22,400,000	22,491,861			(1,643)		(1,643)		22,490,217		(64,821)	(64,821)	50,624	12/30/2016	1
912828-VG-2	UNITED STATES TREAS NTS		06/18/2014	VARIOUS		375,144	375,000	375,069	375,064		(12)		(12)		375,053		92	92	835	06/15/2016	1
912828-VL-1	UNITED STATES TREAS NTS		04/14/2014	JPMORCHA		134,382	134,000	134,163	134,163		(18)		(18)		134,145		237	237	627	07/15/2016	1
912828-VU-1	UNITED STATES TREAS NTS		04/29/2014	VARIOUS		495,325	494,000	495,314			(139)		(139)		495,175		150	150	290	08/28/2015	1
912833-LC-2	UNITED STATES TREAS.		06/09/2014	BARCLAYF.		68,958	80,000	70,066	71,100		518		518		71,618		(2,660)	(2,660)		02/15/2021	1
0599999 - Bonds - U.S. Governments						237,303,070	237,641,404	237,407,835	1,902,602	0	(311)	0	(311)	0	237,408,764	0	(105,692)	(105,692)	286,524	XXX	XXX
Bonds - U.S. States, Territories and Possessions																					
491189-FC-5	KENTUCKY ASSET / LIABILITY COMMN GEN FD.		04/14/2014	DIR		21,478	21,478	22,513	22,330		(55)		(55)		22,275		(797)	(797)	340	04/01/2018	1FE
1799999 - Bonds - U.S. States, Territories and Possessions						21,478	21,478	22,513	22,330	0	(55)	0	(55)	0	22,275	0	(797)	(797)	340	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
01F052-65-6	FNMA TBA		05/07/2014	DIR		1,914		5,156					0		5,156		(3,242)	(3,242)		05/01/2039	1
01F052-66-4	FNMA TBA		06/06/2014	DIR		3,344,922	3,000,000	3,355,821							3,355,821		(10,899)	(10,899)		06/15/2034	1
31282H-BJ-4	FEDERAL HOME LN MTG CORP.		06/01/2014	PAYDOWN		5,981		6,146			(67)		(67)		5,981				150	01/01/2018	1
3128HX-SU-5	FEDERAL HOME LN MTG CORP.		06/01/2014	PAYDOWN		940		894			46		46		940			0	3	09/15/2042	1
3128JQ-HT-8	FHLMC		06/01/2014	PAYDOWN		8,230	8,230	8,434		(99)	(13)		(12)		8,230			0	119	07/01/2040	1
3128M1-MQ-9	FEDERAL HOME LN MTG CORP.		06/01/2014	PAYDOWN		1,434	1,434	1,583	1,448		(14)		(14)		1,434			0	39	07/01/2021	1
3128M6-6A-1	FEDERAL HOME LN MTG CORP.		06/01/2014	PAYDOWN		7,946	7,946	8,822	8,143		(197)		(197)		7,946			0	216	12/01/2038	1
3128P7-D7-5	FHLMC		06/01/2014	PAYDOWN		2,577	2,577	2,804	2,608		(31)		(31)		2,577			0	59	04/01/2027	1
3128P7-M6-7	FHLMC		06/01/2014	PAYDOWN		2,521	2,521	2,683	2,535		(14)		(14)		2,521			0	49	12/01/2029	1
3128P7-NL-3	FNMA		06/01/2014	PAYDOWN		2,192	2,192	2,323	2,203		(11)		(11)		2,192			0	40	04/01/2030	1
3128PR-JW-0	FHLMC		06/01/2014	PAYDOWN		3,682	3,682	3,937	3,708		(25)		(25)		3,682			0	70	04/01/2025	1
31300L-O7-3	FHLMC POOL #848578		06/01/2014	PAYDOWN		3,050	3,050	3,226	3,172	(114)	(8)		(122)		3,050			0	34	01/01/2037	1
31335H-3E-1	FHLMC		06/01/2014	PAYDOWN		1,860	1,860	1,960	1,869		(10)		(10)		1,860			0	38	02/01/2024	1
3136A0-K4-8	FNMA		06/25/2014	PAYDOWN		4,533	4,533	4,530			3		3		4,533			0	4	09/25/2041	1
3136A2-FL-2	FNMA		06/01/2014	PAYDOWN		3,377	3,377	3,413	3,386		(9)		(9)		3,377			0	61	06/25/2037	1
3136A8-XK-1	FNMA		06/01/2014	PAYDOWN		8,616	8,616	9,111	8,676		(60)		(60)		8,616			0	108	06/25/2022	1
3136A9-P8-5	FNMA		06/01/2014	PAYDOWN		1,844	1,844	1,770			74		74		1,844			0	7	02/25/2032	1
3136AB-PT-4	FNMA		06/01/2014	PAYDOWN		7,529	7,529	7,605	7,537		(8)		(8)		7,529			0	38	11/25/2016	1
3136AD-GY-9	FNMA		06/01/2014	PAYDOWN		2,548	2,548	2,650			(102)		(102)		2,548			0	20	01/25/2033	1
3136AJ-2A-3	FNMA		06/25/2014	PAYDOWN		136		136					0		136			0		01/25/2017	1
31371N-P8-2	FNMA POOL #257047		06/01/2014	PAYDOWN		2,044	2,044	2,228	2,066		(22)		(22)		2,044			0	46	10/01/2027	1
31371N-U4-5	FNMA		06/01/2014	PAYDOWN		1,789	1,789	1,882	1,801		(12)		(12)		1,789			0	36	05/01/2028	1
31371P-AJ-9	FNMA		06/01/2014	PAYDOWN		4,613	4,613	5,026	4,663		(50)		(50)		4,613			0	132	11/01/2018	1
3137A0-VG-7	FEDERAL HOME LN MTG CORP.		06/01/2014	PAYDOWN		920		936			(3)		(3)		920			0	12	08/15/2020	1
3137A5-EJ-9	FEDERAL HOME LN MTG CORP.		06/01/2014	PAYDOWN		1,708	1,708	1,744	1,710		(2)		(2)		1,708			0	28	11/15/2023	1
3137A7-FZ-8	FEDERAL HOME LN MTG CORP.		06/15/2014	PAYDOWN		3,458	3,458	3,441			17		17		3,458			0	6	02/15/2041	1
3137A7-XV-7	FEDERAL HOME LN MTG CORP.		06/01/2014	PAYDOWN		2,734	2,734	3,005	2,753		(20)		(20)		2,734			0	63	08/15/2039	1
3137AB-SU-1	FHLMC		06/01/2014	PAYDOWN		3,674	3,674	3,903	3,691		(18)		(18)		3,674			0	69	10/15/2039	1
3137AC-K9-9	F																				

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

CUSIP Identification	Description	F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
3138NX-HJ-4	FNMA		06/01/2014	PAYDOWN		.625	.625	.642	.626				.0		.625			.0	.9	02/01/2043	1
3138WP-5N-0	FNMA		06/01/2014	PAYDOWN		.391	.391	.417	.392				.0		.391			.0	.6	12/01/2042	1
313921-C5-5	FNMA		06/01/2014	PAYDOWN		1.490	1.490	1.595	1.503		(13)		(13)		1.490			.0	.31	11/25/2017	1
313921-Y8-5	FNMA REMIC 2001-60		06/01/2014	PAYDOWN		1.440	1.440	1.579	1.455		(15)		(15)		1.440			.0	.38	11/25/2031	1
31392X-ZH-0	FEDERAL HOME LN MTG CORP		06/01/2014	PAYDOWN		2.438	2.438	2.608	2.454		(17)		(17)		2.438			.0	.55	10/15/2032	1
31393C-WJ-8	FNMA		06/01/2014	PAYDOWN		4.324	4.324	4.584	4.353		(28)		(28)		4.324			.0	.100	06/25/2033	1
31393K-GA-7	FEDERAL HOME LN MTG CORP		06/16/2014	CALLED		3.000	3.000	3.285	3.280		(6)		(6)		3.274		(.274)	(.274)	.67	02/15/2033	1
31393K-TW-5	FHLMC		06/01/2014	PAYDOWN		.525	.525	.566	.529		(4)		(4)		.525			.0	.13	02/15/2033	1
31393N-K2-4	FHLMC		06/01/2014	PAYDOWN		6.908	6.908	7.435	7.011		(102)		(102)		6.908			.0	.143	03/15/2018	1
31393N-ZE-2	FREDDIE MAC		06/01/2014	PAYDOWN		11.074	11.074	11.697	11.089		(15)		(15)		11.074			.0	.291	04/15/2033	1
31393T-D5-2	FNMA		06/01/2014	PAYDOWN		1.717	1.717	1.757	1.722		(5)		(5)		1.717			.0	.27	08/25/2033	1
31393U-LG-6	FNMA		06/01/2014	PAYDOWN		1.352	1.352	1.408	1.357		(5)		(5)		1.352			.0	.25	08/25/2033	1
31394A-EC-6	FNMA		06/01/2014	PAYDOWN		4.913	4.913	5.250	4.949		(36)		(36)		4.913			.0	.92	07/25/2033	1
31394B-SA-8	FNMA		06/01/2014	PAYDOWN		3.737	3.737	3.953	3.755		(17)		(17)		3.737			.0	.77	01/25/2035	1
31394C-2T-8	FNMA		06/01/2014	PAYDOWN		3.497	3.497	3.762	3.549		(51)		(51)		3.497			.0	.73	01/25/2034	1
31394C-VD-1	FNMA		06/01/2014	PAYDOWN		9.946	9.946	10.592	10.074		(128)		(128)		9.946			.0	.206	10/25/2033	1
31394D-A4-2	FNMA REMIC 2005-48		06/01/2014	PAYDOWN		3.834	3.834	4.126	3.870		(36)		(36)		3.834			.0	.87	02/25/2035	1
31394D-ED-8	FNMA SER 2005-22		06/01/2014	PAYDOWN		4.635	4.635	4.901	4.695		(60)		(60)		4.635			.0	.96	10/25/2033	1
31394D-JH-4	FNMA		06/01/2014	PAYDOWN		3.160	3.160	3.349	3.221		(60)		(60)		3.160			.0	.66	08/25/2033	1
31394D-PA-2	FNMA		06/01/2014	PAYDOWN		12.896	12.896	13.976	13.511		(615)		(615)		12.896			.0	.272	07/25/2033	1
31394E-FT-0	FNMA		06/01/2014	PAYDOWN		3.851	3.851	4.193	3.885		(34)		(34)		3.851			.0	.88	07/25/2035	1
31394F-J5-5	FNMA		06/01/2014	PAYDOWN		6.242	6.242	6.745	6.318		(76)		(76)		6.242			.0	.149	02/25/2035	1
31394F-N9-2	FNMA REMIC 2005-84		06/01/2014	PAYDOWN		6.090	6.090	6.638	6.148		(58)		(58)		6.090			.0	.145	10/25/2035	1
31394H-JF-9	FHLMC		06/01/2014	PAYDOWN		4.517	4.517	4.861	4.560		(43)		(43)		4.517			.0	.94	10/15/2032	1
31394L-4E-9	FHLMC		06/01/2014	PAYDOWN		6.115	6.115	6.504	6.183		(68)		(68)		6.115			.0	.129	01/15/2033	1
31394P-SZ-7	FHLMC		06/01/2014	PAYDOWN		4.152	4.152	4.445	4.191		(39)		(39)		4.152			.0	.77	02/15/2019	1
31394R-JX-8	FHLMC		06/01/2014	PAYDOWN		7.051	7.051	7.518	7.131		(80)		(80)		7.051			.0	.145	11/15/2032	1
31394T-WT-8	FHLMC		06/01/2014	PAYDOWN		6.268	6.268	6.676	6.429		(160)		(160)		6.268			.0	.130	10/15/2032	1
31395E-QS-9	FHLMC		06/01/2014	PAYDOWN		3.141	3.141	3.344	3.204		(63)		(63)		3.141			.0	.66	02/15/2033	1
31395F-NK-6	FHLMC		06/01/2014	PAYDOWN		1.597	1.597	1.681	1.597		(8)		(8)		1.597			.0	.30	09/15/2024	1
31395H-DV-9	FHLMC		06/01/2014	PAYDOWN		4.262	4.262	4.561	4.394		(131)		(131)		4.262			.0	.83	01/15/2033	1
31395K-T2-9	FHLMC		06/01/2014	PAYDOWN		2.688	2.688	2.872	2.800		(112)		(112)		2.688			.0	.58	03/15/2033	1
31395M-BG-3	FHLMC		04/01/2014	PAYDOWN		.965	.965	1.038	1.215		(250)		(250)		.965			.0	.16	05/15/2033	1
31395M-DT-3	FHLMC		06/01/2014	PAYDOWN		7.859	7.859	8.318	8.066		(207)		(207)		7.859			.0	.165	11/15/2033	1
31395M-GA-1	FHLMC		06/01/2014	PAYDOWN		6.026	6.026	6.400	6.179		(154)		(154)		6.026			.0	.130	08/15/2033	1
31395M-SH-3	FHLMC		06/01/2014	PAYDOWN		6.150	6.150	6.674	6.204		(54)		(54)		6.150			.0	.140	02/15/2035	1
31395U-MU-2	FHLMC		06/01/2014	PAYDOWN		6.697	6.697	7.224	6.760		(64)		(64)		6.697			.0	.144	05/15/2020	1
31395U-XT-3	FHLMC		06/01/2014	PAYDOWN		6.248	6.248	6.612	6.405		(157)		(157)		6.248			.0	.131	05/15/2034	1
31395X-ZU-2	FHLMC		06/01/2014	PAYDOWN		3.970	3.970	4.183	3.991		(21)		(21)		3.970			.0	.83	12/15/2034	1
31396Q-FC-8	FNMA		06/01/2014	PAYDOWN		2.549	2.549	2.675	2.561		(12)		(12)		2.549			.0	.47	07/25/2039	1
31396Q-MN-6	FNMA		06/01/2014	PAYDOWN		3.377	3.377	3.676	3.417		(40)		(40)		3.377			.0	.86	05/25/2037	1
31396Q-TN-9	FNMA		06/01/2014	PAYDOWN		3.331	3.331	3.702	3.374		(42)		(42)		3.331			.0	.83	05/25/2039	1
31396W-FQ-4	FNMA		06/25/2014	PAYDOWN		8.875	8.875	8.786		.89			.89		8.875			.0	.8	06/25/2037	1
31396W-TU-0	FNMA		06/25/2014	PAYDOWN		10.015	10.015	9.952		.63			.63		10.015			.0	.11	07/25/2037	1
31396X-NT-7	FNMA		06/25/2014	PAYDOWN		4.812	4.812	4.839		(.27)			(.27)		4.812			.0	.10	06/25/2037	1
31396Y-H2-1	FNMA		06/01/2014	PAYDOWN		1.576	1.576	1.646	1.585		(9)		(9)		1.576			.0	.30	09/25/2035	1
31397B-5P-2	FEDERAL HOME LN MTG CORP		06/15/2014	PAYDOWN		3.343	3.343	3.324		.19			.19		3.343			.0	.3	09/15/2036	1
31397N-L4-5	FNMA		06/01/2014	PAYDOWN		2.765	2.765	3.053	2.784		(20)		(20)		2.765			.0	.79	06/25/2039	1
31397U-XA-2	FNMA REMIC		06/01/2014	PAYDOWN		3.362	3.362	3.550	3.380		(18)		(18)		3.362			.0	.57	07/25/2026	1
31398K-ZB-9	FHLMC		06/01/2014	PAYDOWN		2.450	2.450	2.562	2.474		(24)		(24)		2.450			.0	.47	11/15/2038	1
31398R-RT-4	FNMA REMIC		06/01/2014	PAYDOWN		8.492	8.492	9.065	8.586		(94)		(94)		8.492			.0	.147	09/25/2039	1
31398R-UH-6	FN																				

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1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31418M-QV-7	FNMA		06/01/2014	PAYDOWN		3,860	3,860	4,229	3,913		(53)		(53)		3,860			.0	.95	04/01/2023	1
31418Y-BA-3	FNMA		06/01/2014	PAYDOWN		4,541	4,541	4,921	4,565		(24)		(24)		4,541			.0	.85	07/01/2025	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						4,031,552	3,677,676	4,078,656	627,666	(213)	(5,550)	0	(5,763)	0	4,039,200	0	(7,648)	(7,648)	11,721	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
02005B-AC-0	ALLY AUTO		06/15/2014	PAYDOWN		2,419	2,419	2,418	2,419				.0		2,419			.0	.8	03/15/2017	1FE
02005J-AC-3	ALLY AUTO RECV		04/15/2014	VARIOUS		.50	.50	.50	.50				.0		.50			.0		08/17/2015	1FE
02528W-AA-6	AMERICAN CR ACCEP		06/15/2014	PAYDOWN		9,509	9,509	9,509	9,509				.0		9,509			.0	.52	02/15/2017	1FE
025816-BA-6	AMERICAN EXPRESS		05/20/2014	MATURED		60,000	60,000	67,497	61,354	(1,354)			(1,354)		60,000			.0	2,175	05/20/2014	1FE
03065C-AB-5	AMERICREDIT AUTOMOBILE		06/08/2014	PAYDOWN		10,966	10,966	10,965	10,966				.0		10,966			.0	.33	11/08/2016	1FE
03523T-BG-2	ANHEUSER BUSCH INBEV		05/21/2014	DONALUFK		166,754	163,000	180,800	167,367	(2,020)			(2,020)		165,347		1,407	1,407	4,673	11/15/2014	1FE
05523U-AG-5	BAE SYSTEMS		06/01/2014	MATURED		195,000	195,000	208,518	197,435	(2,435)			(2,435)		195,000			.0	4,826	06/01/2014	2FE
05947U-2R-8	BANC AMER COML MTG INC		06/01/2014	PAYDOWN		296	296	309	296	(13)			(13)		296			.0	.1	10/10/2045	1FE
05949A-HA-1	BANC AMER MTG SECS INC		06/01/2014	PAYDOWN		531	531	492	532	(1)			(1)		531			.0	.6	06/25/2034	2FE
059500-AD-0	BANC AMERICA CMO		06/01/2014	PAYDOWN		284	284	319	284	(1)			(1)		284			.0	.7	07/10/2044	1FM
05950X-AB-2	BANC AMERICA		06/01/2014	PAYDOWN		83,066	83,066	86,103	83,268	(202)			(202)		83,066			.0	2,093	09/10/2047	1FM
07383F-7W-2	BEAR STEARNS COMM MTG		06/01/2014	PAYDOWN		4,680	4,680	4,626		(146)			(146)		4,680			.0	.28	06/11/2041	
07383F-X5-2	SECS INC		06/01/2014	PAYDOWN		33,165	33,165	35,407	33,422	(257)			(257)		33,165			.0	.783	11/11/2041	1FE
07384W-YS-5	BEAR STEARNS ARM TR		06/01/2014	PAYDOWN		.193	.193	.182	.192				.0		.193			.0	.2	10/25/2033	2FE
07386H-JU-6	BEAR STEARNS ALT-A TR		06/26/2014	PAYDOWN		4,327	4,327	4,198	4,325	2			2		4,327			.0	.14	07/25/2034	1FM
07387B-AH-6	SECS INC		06/01/2014	PAYDOWN		37,872	37,872	40,300	37,931	(60)			(60)		37,872			.0	.791	09/11/2042	1FM
126171-AF-4	CMO COMM 2005-C6		06/01/2014	PAYDOWN		2,807	2,807	2,997	2,819	(12)			(12)		2,807			.0	.69	06/10/2044	2FM
12623C-AC-9	CNH EQUIP TRUST		06/15/2014	PAYDOWN		11,509	11,509	11,507	11,509	1			1		11,509			.0	.44	08/15/2016	1FE
12623M-AC-7	CNH EQUIP TR		06/15/2014	PAYDOWN		4,092	4,092	4,092	4,092	.0			.0		4,092			.0	.15	05/15/2017	1FE
14040H-AS-4	CAP 1 FINL CORP		05/23/2014	MATURED		45,000	45,000	51,997	45,923	(923)			(923)		45,000			.0	1,659	05/23/2014	2FE
14178U-AA-8	CARFINANCE CAP AUTO TR		06/15/2014	PAYDOWN		1,808	1,808	1,808	1,808	.0			.0		1,808			.0	.4	12/17/2018	1FE
14313H-AD-7	CARMAX AUTO OWNER		06/15/2014	PAYDOWN		16,614	16,614	16,991	16,669	(55)			(55)		16,614			.0	148	09/15/2016	1FE
14912L-SZ-0	CATERPILLAR FINL SVCS		05/21/2014	CHASE*18		173,343	173,000	172,898		.7			.7		172,905		438	438	404	03/03/2017	1FE
14986D-AE-0	CDS MTG		06/01/2014	PAYDOWN		30,132	30,132	31,430	32,028	(1,896)			(1,896)		30,132			.0	828	10/15/2048	1FM
166764-AG-5	CHEVRON CORP NEW		05/14/2014	VARIOUS		4,054	4,000	4,000	4,000				.0		4,000			.54	.39	06/24/2020	1FE
17275R-AT-9	CISCO SYS INC		05/07/2014	MORGSTN4		113,334	113,000	112,993		.0			.0		112,993		341	341	228	03/03/2017	1FE
17307G-EB-0	CITIGROUP MTG LN TR		06/01/2014	PAYDOWN		548	548	522	563	(15)			(15)		548			.0	.6	03/25/2034	1FM
17307G-MC-9	CITIGROUP MTG LN TR		06/25/2014	PAYDOWN		717	717	598	715	2			2		717			.0	.1	12/25/2034	1FE
225470-AP-8	CREDIT SUISSE FIRST		06/01/2014	PAYDOWN		284	284	294		(10)			(10)		284			.0	.1	08/15/2038	1FE
23306D-AA-2	BOSTON MTG SECS CORP		06/15/2014	PAYDOWN		7,758	7,758	7,750	7,758	.0			.0		7,758			.0	.52	12/18/2049	1FE
235851-AK-8	DBRR 2013-EZ3 TR		06/23/2014	MATURED		21,000	21,000	20,983	20,997	.3			.3		21,000			.0	137	06/23/2014	1FE
25179W-AJ-2	DANAHER CORP		04/29/2014	MONTGOME		20,702	20,000	20,724	20,422	(55)			(55)		20,367		335	335	383	07/15/2016	2FE
30165Q-AA-8	DEVON ENERGY		06/15/2014	EXETER AUTOMOBILE		8,640	8,640	8,639		.1			.1		8,640			.0	.31	05/15/2018	1FE
345280-BT-0	RECEIVABLES TR 2014-1		05/29/2014	DIR		102,080	102,000	101,982	101,987	.3			.3		101,990		90	90	346	09/15/2016	1FE
34529M-AD-4	FORD CR FLOORPLAN M		06/15/2014	PAYDOWN		17,490	17,490	17,553	17,514	(24)			(24)		17,490			.0	114	09/15/2015	1FE
34529W-AC-4	FORD CR AUTO		06/15/2014	PAYDOWN		16,336	16,336	16,333		.1			.1		16,336			.0	.49	12/15/2016	1FE
35671D-BG-9	FREEMPORT-MCMORAN COPPER &		06/26/2014	GOLD INC		8,079	8,000	7,997	7,997	.0			.0		7,997		.82	.82	197	03/15/2020	2FE
36163A-AD-6	GE EQUIP TRANSN		06/25/2014	BARCLAYF		12,939	12,939	12,936	12,938	.0			.0		12,939			.0	.36	07/25/2016	1FE
36228C-VU-4	GS MTG SECS CORP II		06/01/2014	PAYDOWN		3,380	3,380	3,576	3,389	(9)			(9)		3,380			.0	.76	07/10/2039	1FE
38144L-AB-6	GOLDMAN SACHS		06/05/2014	RBSSECU		22,862	20,000	23,469	22,984	(348)			(348)		22,636		226	226	969	09/01/2017	1FE
43813E-AC-0	HONDA AUTO		06/15/2014	PAYDOWN		7,945	7,945	7,944		.0			.0		7,945			.0	.23	02/15/2016	1FE
44614A-AC-7	HUNTINGTON AUTO		06/15/2014	PAYDOWN		16,678	16,678	16,675	16,678	.1			.1		16,678			.0	.56	09/15/2016	1FE
45660L-AN-9	INDYMAC MBS INC		05/01/2014	PAYDOWN		100	100	.90	.98	.2			.2		100			.0	.1	12/25/2034	3FE
45687A-AK-8	INGERSOLL-RAND GLOBAL		06/16/2014	HLDG CO LTD		5,992	6,000	5,991	5,992	.1			.1		5,992			.0	.98	01/15/2019	2FE
46625M-3N-7	JP MORGAN CHASE		04/01/2014	CORPACTION		15,093	15,093	16,073	18,974	(3,880)			(3,880)		15,093			.0	273	05/15/2041	1FM
466308-AE-3	J P MORGAN ALTERNATIVE LN		06/01/2014	MASTR ASSET		6,245	6,245	5,441	6,222	23			23		6,245			.0	120	05/25/2037	1FM
55265K-2N-8	TR SER 2008 R3		06/01/2014	SECURITIZATION TR FOR		6,413	6,413	6,713	6,434	(21)			(21)		6,413			.0	120	12/25/2033	4FM

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1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
55314Q-AC-1...	WMAF EQUIP FIN.....		05/29/2014	VARIOUS		289,401	289,000	288,945	288,964		.11		.11		288,975		426	426	1,256	08/10/2016	1FE
576433-UM-6...	WASTR ADJ RATE MTGS TR		06/01/2014	PAYDOWN		1,831	1,831	1,804	1,799		.32		.32		1,831			.0	20	11/21/2034	2FE
587680-AC-3...	MERCEDES-BENZ AUTO		06/17/2014	PAYDOWN		15,765	15,765	15,764	15,765		.0		.0		15,765			.0	31	10/17/2016	1FE
587728-AD-8...	MERCEDES BENZ		06/15/2014	PAYDOWN		30,516	30,516	30,693	30,552		(36)		(36)		30,516			.0	153	12/15/2017	1FE
589929-2M-9...	MERRILL LYNCH MTG INVS																				
	INC FOR FUTURE IS		06/25/2014	PAYDOWN		3,729	3,729	3,613	3,718		.11		.11		3,729			.0	13	10/25/2028	1FM
	MERRILL LYNCH MTG INVS																				
59020U-BU-8...	INC.		06/25/2014	PAYDOWN		7,568	7,568	7,228	7,525		.44		.44		7,568			.0	22	05/25/2029	1FM
59157B-AH-5...	METLIFE INSTL FDG I I																				
	GLOBAL MEDIUM TERM		04/08/2014	MCDONALD		172,157	170,000	173,290	172,123		(.466)		(.466)		171,658		500	500	1,443	04/02/2015	1FE
	MIDAMERICAN ENERGY HLDGS																				
59562V-BB-2...	CO NEW		05/08/2014	DIR		28,979	29,000	28,978	28,977		.2		.2		28,979			.0		11/15/2023	2FE
617451-AF-6...	MORGAN STANLEY CAP I INC.		06/01/2014	PAYDOWN		2,077	2,077	2,162		(85)			(85)		2,077			.0	16	09/15/2042	1FE
62888U-AA-8...	NCUA GTD NTS TR		06/06/2014	PAYDOWN		8,902	8,902	8,902	8,902		.0		.0		8,902			.0	20	11/06/2017	1FE
62888V-AB-4...	NCUA GTD		06/04/2014	PAYDOWN		8,485	8,485	8,505	8,485		(.5)		(.5)		8,485			.0	65	10/07/2020	1FE
62888W-AB-2...	NCUA GTD NTS TR 2010-R3		06/06/2014	PAYDOWN		3,438	3,438	3,438	3,438		(.2)		(.2)		3,438			.0	11	12/08/2020	1FE
67021C-AB-3...	NSTAR ELECTRIC		04/15/2014	MATURED		45,000	45,000	48,648	45,532		(.532)		(.532)		45,000			.0	1,097	04/15/2014	1FE
	POTASH CORP -																				
73755L-AE-7...	SASKATCHEWAN	A	04/07/2014	CALLED		25,124	25,000	27,476	25,388		(.278)		(.278)		25,110		15	15	518	05/15/2014	1FE
767201-AF-3...	RIO TINTO FIN USA L	F	05/01/2014	MATURED		15,000	15,000	17,651	15,366		(.366)		(.366)		15,000			.0	671	05/01/2014	1FE
78387G-AP-8...	SBC COMMUNICATIONS		05/21/2014	FIRSTBST		121,705	120,000	132,565	122,802		(1,609)		(1,609)		121,193		512	512	4,284	09/15/2014	1FE
	SNAAC AUTO RECEIVABLES TR																				
78459W-AA-9...	2014-1		06/15/2014	PAYDOWN		4,847	4,847	4,847	4,847		.0		.0		4,847			.0	7	09/17/2018	1FE
80282D-AC-6...	SANTANDER DRIVE		05/14/2014	PAYDOWN		3,586	3,586	3,616	3,603		(17)		(17)		3,586			.0	23	11/17/2014	1FE
80282F-AG-2...	SANTANDER DRIVE AUTO		06/15/2014	PAYDOWN		17,034	17,034	17,475	17,108		(75)		(75)		17,034			.0	167	06/15/2017	1FE
80282W-AC-4...	SANTANDER DR AUTO		06/15/2014	PAYDOWN		2,145	2,145	2,145	2,145		.0		.0		2,145			.0	10	04/15/2016	1FE
81744F-FJ-1...	SEQUOIA MTG TR 2004-1		06/20/2014	PAYDOWN		1,840	1,840	1,744	1,842		(.1)		(.1)		1,840			.0	4	12/20/2034	1FM
842400-GB-3...	SOUTHERN CALIF EDISON CO		05/21/2014	DONALUFK		70,270	70,000	69,978		.0			.0		69,978		293	293	39	05/01/2017	1FE
	STRUCTURED ASSET MTG																				
86359L-AA-7...	INVT5 I I INC.		06/19/2014	PAYDOWN		5,050	5,050	4,848	5,038		.12		.12		5,050			.0	17	01/19/2034	1FM
87246A-AC-2...	TTAA SEASONED CMO		06/10/2014	PAYDOWN		8,163	8,163	8,952	8,426		(.262)		(.262)		8,163			.0	212	08/15/2039	1FM
90783Q-AA-4...	UNION PAC RR		06/27/2014	CALLED		162,057	160,000	177,485	163,642		(2,382)		(2,382)		161,259		798	798	6,187	09/30/2014	2FE
92276W-AV-7...	VENTAS REALTY LP		04/14/2014	WACHOVIA		46,747	45,000	47,497	46,622		(.243)		(.243)		46,380		367	367	527	11/30/2015	2FE
92887C-AG-3...	VOLVO FINCL	F	05/29/2014	DIR		461,689	460,000	459,895	459,927		.11		.11		459,938		1,751	1,751	2,298	08/15/2017	1FE
	WAMU MTG PASS-THROUGH																				
92922F-4M-7...	CTFS		06/25/2014	PAYDOWN		5,486	5,486	5,102	5,485		.1		.1		5,486			.0	11	10/25/2045	1FM
929766-7G-2...	WACHOVIA BK COML MTG TR		06/01/2014	PAYDOWN		1,570	1,570	1,652		(83)			(83)		1,570			.0	14	10/15/2044	1FM
929766-QV-8...	WACHOVIA CMO		06/01/2014	PAYDOWN		1,512	1,512	1,623	1,579		(67)		(67)		1,512			.0	30	01/15/2041	1FM
	WACHOVIA BK COML MTG TR																				
92978M-AE-6...	COML MTG PASS-TH		06/01/2014	PAYDOWN		662	662	726		(64)			(64)		662			.0	6	10/15/2048	1FE
94980V-AA-6...	WELLS FARGO BANK		04/15/2014	WACHOVIA		288,662	279,000	299,783	285,397		(1,755)		(1,755)		283,643		5,019	5,019	9,277	02/09/2015	1FE
94981R-AA-4...	WELLS FARGO MTG BACKED																				
	SECURITES 2005-AR		06/01/2014	PAYDOWN		2,922	2,922	2,965		(44)			(44)		2,922			.0	18	03/25/2035	1FE
94987L-AA-1...	WELLS FARGO MTG LN 2012-RR1 TR		06/01/2014	PAYDOWN		4,635	4,635	4,660	4,639		(4)		(4)		4,635			.0	57	08/27/2037	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						3,181,640	3,153,649	3,279,544	2,806,832	0	(21,942)	0	(21,942)	0	3,168,989	0	12,654	12,654	50,543	XXX	XXX
8399997 - Subtotals - Bonds - Part 4						244,537,740	244,494,207	244,788,548	5,359,430	(213)	(27,858)	0	(28,071)	0	244,639,228	0	(101,483)	(101,483)	349,128	XXX	XXX
8399999 - Subtotals - Bonds						244,537,740	244,494,207	244,788,548	5,359,430	(213)	(27,858)	0	(28,071)	0	244,639,228	0	(101,483)	(101,483)	349,128	XXX	XXX
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
111994-90-1...	JP MORGAN CORE BOND FUND		04/16/2014	DIR		495,290		5,240	XXX	4,988	5,161	(173)	0	0	4,988	0	252	252	54	XXX	XXX
9099999 - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						5,240	XXX	4,988	5,161	(173)	0	0	(173)	0	4,988	0	252	252	54	XXX	XXX
9799997 - Subtotals - Common Stocks - Part 4						5,240	XXX	4,988	5,161	(173)	0	0	(173)	0	4,988	0	252	252	54	XXX	XXX
9799999 - Subtotals - Common Stocks						5,240	XXX	4,988	5,161	(173)	0	0	(173)	0	4,988	0	252	252	54	XXX	XXX
9899999 - Subtotals - Preferred and Common Stocks						5,240	XXX	4,988	5,161	(173)	0	0	(173)	0	4,988	0	252	252	54	XXX	XXX
9999999 Totals						244,542,980	XXX	244,793,536	5,364,591	(386)	(27,858)	0	(28,244)	0	244,644,216	0	(101,231)	(101,231)	349,182	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

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STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

(b)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period

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SCHEDULE DB - PART D - SECTION 1

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

1	2	3	4	Book/Adjusted Carrying Value			Fair Value			11	12
				5	6	7	8	9	10		
Description of Exchange, Counterparty or Central Clearinghouse	Master Agreement (Y or N)	Credit Support Annex (Y or N)	Fair Value of Acceptable Collateral	Contracts With Book/Adjusted Carrying Value >0	Contracts With Book/Adjusted Carrying Value <0	Exposure Net of Collateral	Contracts With Fair Value >0	Contracts With Fair Value <0	Exposure Net of Collateral	Potential Exposure	Off-Balance Sheet Exposure
0199999 – Aggregate Sum of Exchange Traded Derivatives	XXX	XXX	XXX	15,500	(69,087)	15,500		(71,009)	0	15,500	15,500
0999999 Totals			0	15,500	(69,087)	15,500	0	(71,009)	0	15,500	15,500

SCHEDULE DB - PART D - SECTION 2

Collateral for Derivative Instruments Open as of Current Statement Date

Collateral Pledged by Reporting Entity

1 Exchange, Counterparty or Central Clearinghouse	2 Type of Asset Pledged	3 CUSIP Identification	4 Description	5 Fair Value	6 Par Value	7 Book/Adjusted Carrying Value	8 Maturity Date	9 Type of Margin (I, V or IV)
Collateral Pledged by Reporting Entity								
CREDIT SUISSE FIRST -	Cash Collateral	.000000-00-0		.89,000	.89,000	.89,000		I
CITIGROUP GLOBAL MAR -	Cash Collateral	.000000-00-0		.66,000	.66,000	.66,000		I
CREDIT SUISSE CCP-US -	Cash Collateral	.000000-00-0		.63,506	.63,506	.63,506		IV
0199999 Total				218,506	218,506	218,506	XXX	XXX

Collateral Pledged to Reporting Entity

1 Exchange, Counterparty or Central Clearinghouse	2 Type of Asset Pledged	3 CUSIP Identification	4 Description	5 Fair Value	6 Par Value	7 Book/Adjusted Carrying Value	8 Maturity Date	9 Type of Margin (I, V or IV)
						XXX		
						XXX		
						XXX		
						XXX		
						XXX		
						XXX		
						XXX		
						XXX		
						XXX		
						XXX		
						XXX		
						XXX		
0299999 Total				0	0	XXX	XXX	XXX

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF JUNE 30, 2014 OF THE Health Alliance Plan of Michigan

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]